

RECORDATION NO. **27378** FILED

FEB 14 '08 -8 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 13, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of October 17, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Two LLC
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Lehigh Cement Company
7660 Imperial Way
Allentown, PA 18195

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

25 covered hopper railcars within the series BBGX 95521 - BBGX 95616
as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 17th day of October, 2007, effective as of July 26, 2007, to that certain Master Full Service Railcar Lease dated as of October 17, 2007 between DBRX TWO LLC, a Delaware limited liability company (the "Lessor") and Lehigh Cement Company, a Pennsylvania corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of October 17, 2007 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year as set forth below.

RRRX TWO LLC, as Lessor

By:

Name: LARRY LITTLEFIELD

Title: VICE PRESIDENT

LEHIGH CEMENT COMPANY, as Lessee

By:

Name: GERHARD MILLA

Title: PRESIDENT AND GM

LEHIGH CEMENT COMPANY, as Lessee

By:

Name: Dan McClelland

Title: VP Logistics & Terminals

LEHIGH CEMENT COMPANY, as Lessee

By:

Name: Mark E. Stillman

Title: DIRECTOR REGIONAL PROMOTION

LEHIGH CEMENT COMPANY, as Lessee

By:

Name: HELMUT S. GRIMM

Title: PRESIDENT AND CEO

STATE OF New York
COUNTY OF New York)
SS:

On 12/20, 2007, before me, Indra Bedasie, Notary Public, personally appeared Anthony Stathfield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument (the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Indra Bedasie
NOTARY PUBLIC

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014802
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF PENNSYLVANIA)
COUNTY OF LEHIGH)
SS:

On October 17, 2007, before me, Linda M. L. Yanega, Notary Public, personally appeared Gerhard Milla, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument (the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Linda M. L. Yanega

STATE OF PENNSYLVANIA)
COUNTY OF LEHIGH)
SS:

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL
LINDA M. L. YANEGA, Notary Public
City of Allentown, Lehigh County
My Commission Expires March 6, 2008

On October 17, 2007, before me, Linda M. L. Yanega, Notary Public, personally appeared Dan McGililand, Mark M. Stillwagon and Helmut S. Erhard, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities and that their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

Linda M. L. Yanega

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL
LINDA M. L. YANEGA, Notary Public
City of Allentown, Lehigh County
My Commission Expires March 6, 2008

EXHIBIT A

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>
25	Pressure Differential covered hoppers with a 3230 CF, 288,000 lbs. gross rail load capacity, AAR Car Type Code C812, built by Thrall in 2001	BBGX 95816 BBGX 95521 BBGX 95522 BBGX 95523 BBGX 95524 BBGX 95528 BBGX 95533 BBGX 95537 BBGX 95541 BBGX 95545 BBGX 95548 BBGX 95556 BBGX 95557 BBGX 95559 BBGX 95582 BBGX 95571 BBGX 95578 BBGX 95579 BBGX 95580 BBGX 95586 BBGX 95582 BBGX 95586 BBGX 95801 BBGX 95802 BBGX 95804

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/13/08



Robert W. Alvord